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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Case No: 12-12020-MG

Chapter 11

Jointly Administered

**DECLARATION OF FLETCHER W. STRONG IN SUPPORT OF
SYNCORA GUARANTEE INC.'S OBJECTION TO CONFIRMATION OF THE
JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL.
AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to 28 U.S.C. § 1746, I, Fletcher W. Strong, Esq. declare:

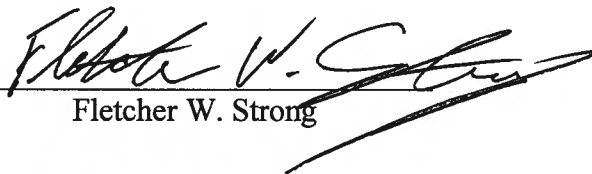
1. I am an associate at Wollmuth Maher & Deutsch LLP, attorneys for Syncora Guarantee Inc. ("Syncora"). I submit this declaration on personal knowledge and a review of Syncora business records, except as otherwise indicated, in support of Syncora's objection to confirmation of the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and The Official Committee of Unsecured Creditors* and all subsequent revisions and supplements thereto (the "Plan").

2. Annexed hereto as Exhibits A through I are true and correct copies of the following documents:

A. The Indenture for SACO I Trust 2006-1;

- B. The Pooling and Servicing Agreement ("PSA") for HVMLT 2005-11;
- C. The PSA for HVMLT 2005-15;
- D. The PSA for BSSLT 2007-SV1;
- E. The PSA for STACS 2007-1;
- F. The Series Supplement for RALI 2006-QO4;
- G. The Policy for BSSLT 2007-SV1;
- H. The Standard Terms of Pooling and Servicing Agreement for RALI 2006-QO4;
and
- I. The PSA for GP 2006-HE1.

Executed this 21st day of October, 2013.


Fletcher W. Strong